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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

LAW OFFICES

ALVORD AND ALVORD

16685 A

FILED 1423 OF COUNSEL
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618 SIXTEENTH STREET, N.W.

WASHINGTON, D.C.

20006-2973

(202) 393-2266

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INTERSTATE COMMERCE COMMISSION

TELEX
340367 A AND ATELEFAX
(202) 393-2156

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December 28, 1939

INTERSTATE COMMERCE COMMISSION

9-362A027

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Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423RECORDATION NO. 16685
FILED 1423

DEC 28 1989 -10 05 AM

INTERSTATE COMMERCE COMMISSION

Dear Ms. McGee:

INTERSTATE COMMERCE COMMISSION

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are four (4) fully executed original copies # each of four (4) related primary documents described as 1) Assignment and Purchase Agreement (1989) dated as of December 2, 1989 ("Assignment") 2) Memorandum of Trust Indenture and Security Agreement dated as of December 2, 1989 ("Security Agreement"), 3) Memorandum of Trust Agreement dated as of December 2, 1989 ("Trust Agreement") and 4) Memorandum of Equipment Lease dated as of December 2, 1989 ("Lease").

The names and addresses of the parties to the enclosed documents are:

Assignment

Assignor: Oxy Petrochemicals Inc.
Five Greenway Plaza
Suite 2500
Houston, TX 77046

Assignee: The Connecticut National Bank
777 Main Street
Hartford, CT 06115

Security Agreement:

Owner Trustee: The Connecticut National Bank
777 Main Street, MSN 238
Hartford, CT 06115

Indenture Trustee: Mercantile-Safe Deposit and Trust Company
2 Hopkins Plaza
Baltimore, MD 21201

* Two Copies of document 1).

Ms. Noreta R. McGee
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Trust Agreement:

Trustor: Ford Motor Credit Company
c/o United States Capital Equipment
Fairlane Plaza South, Suite 700
330 Town Center Drive
Dearborn, MI 48126

Trustee: The Connecticut National Bank
777 Main Street, MSN 238
Hartford, CT 06115

Lease

Lessor: The Connecticut National Bank, as Owner Trustee
777 Main Street, MSN 238
Hartford, CT 06115

Lessee: Oxy Petrochemicals, Inc.
Five Greenway Plaza
Suite 2500
Houston, TX 77046

A description of the railroad equipment covered by the enclosed documents is set forth in Schedule A attached hereto and made a part hereof.

Also enclosed is a check in the amount of \$60 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

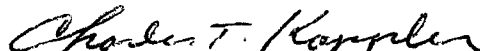
Kindly return stamped copies of the enclosed documents not needed for your files to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Suite 200, Washington, D.C. 20006.

Ms. Noreta R. McGee
December 28, 1989
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A short summary of the enclosed documents to appear in the Commission's Index is:

Assignment and Purchase Agreement (1989) between Oxy Petrochemicals, Inc. ("Oxy"), Assignor, and The Connecticut National Bank, Owner Trustee ("CNB"), Memorandum of Trust Indenture and Security Agreement between "CNB" and Mercantile-Safe Deposit and Company, Indenture Trustee; Memorandum of Trust Agreement between Ford Motor Credit Company, Trustor, and CNB; and Memorandum of Equipment Lease between CNB, Lessor, and OXY, Lessee, each dated as of December 2, 1989, covering railcars.

Very truly yours,


Charles T. Kappler

CTK/skh
Enclosures

16685 *B*
RECORDATION NO _____ FILED 1425

DEC 28 1989 -10 05 AM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF TRUST AGREEMENT

THIS MEMORANDUM OF TRUST AGREEMENT is made and entered into as of the 2nd day of December, 1989 by and between Ford Motor Credit Company ("Trustor"), having its principal offices at c/o United States Capital Equipment, Fairlane Plaza South, Suite 700, 330 Town Center Drive, Dearborn, Michigan 48126, and The Connecticut National Bank ("Trustee"), having its principal offices at 777 Main Street, MSN 238, Hartford, Connecticut 06115:

WITNESSETH:

Pursuant to a Trust Agreement dated as of December 2, 1989, Trustor has authorized Trustee to establish a trust for the benefit of Trustor for the purposes of acquiring, owning and leasing the equipment described in Appendix A hereto.

IN WITNESS WHEREOF, the parties hereto have duly executed this Memorandum as of the day and year first above written.

FORD MOTOR CREDIT COMPANY,
as Trustor

By: *Christie S. McNab*

Name: Christie S. McNab

Title: Authorized Agent

THE CONNECTICUT NATIONAL BANK,
not in its individual capacity
but solely as Owner Trustee,
as Trustee

By: *W. R. Munroe*

Name: W. R. MUNROE

Title: Trust Officer

County of New York) ss.
)

BEFORE ME, the undersigned notary, on this day personally appeared Christie S. McNab, to me personally known or so proven to be, who, being by me duly sworn, says that he/she is a Authorized Agent of Ford Motor Credit Company, a Delaware corporation ("Trustor"), that the above Memorandum of Trust Agreement was signed on this day on behalf of the Trustor by authority of the Board of Directors of Trustor and he/she acknowledged that the execution of the foregoing Memorandum of Trust Agreement was the free act and deed of the said Trustor.

15 GIVEN UNDER MY HAND AND SEAL OF OFFICE, this
day of December, 1989.

Daniel Rios

NOTARY PUBLIC

[SEAL]

My Commission Expires:

DANIEL RIOS
Notary Public, State of New York
No. 43-4817486
Qualified in Westchester County
Commission Expires Jan. 19, 1990

Date

State of New York)
County of New York) ss.

BEFORE ME, the undersigned notary, on this day personally appeared John J. ..., to me personally known or so proven to be, who, being by me duly sworn, says that he/she is a ... of The Connecticut National Bank, ("Trustee"), that the above Memorandum of Trust Agreement was signed on this day on behalf of the Trustee by authority of the Board of Directors of Trustee and he/she acknowledged that the execution of the foregoing Memorandum of Trust Agreement was the free act and deed of the said Trustee.

15th GIVEN UNDER MY HAND AND SEAL OF OFFICE, this day of December, 1989.

Alice Palmeri
NOTARY PUBLIC

[SEAL]

My Commission Expires:

ALICE PALMERI
Notary Public, State of New York
No 31-4917455

Qualified in New York County
Commission Expires Jan 19, 1990
Date

SCHEDULE A

400 Rail Cars as follows:

<u>Quantity</u>	<u>Manufacturer</u>	<u>Description</u>
400	Union Tank Car Company	ALAX 61001 - ALAX 61400